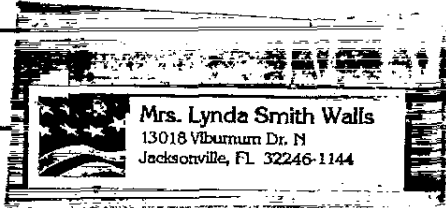


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**ARTICLES OF INCORPORATION
FOR
Maudlyn Psychological and Achievement Center, Incorporated**

Article I
Name

The name of the corporation is Maudlyn Psychological and Achievement Center, Incorporated. This corporation is organized pursuant to provisions of the Florida non-profit code.

Article II
Duration

The term of the corporation is perpetual.

Article III

The corporation shall be a voluntary, non-profit charitable corporation; its purpose shall be exclusively charitable, for the caring for senior citizens, homeless individuals and families with special needs, without regard to sex, race, religion, sexual preference, or disabilities; including but not limited to the following:

- (a) To establish an array of methods that will build a foundation for healthy families and thereby improve the quality of life for children, and other residents both foreign and domestic.
- (b) To develop and promote any form of education, psychological services that develop and enhance self esteem, personal responsibility and commitment. To establish after school care centers, for promoting literacy and developing educational values.
- (c) To prevent homelessness by providing transitional housing, job placement, life skills and counseling, public education, research and demonstration of service projects, to include developing a holistic approach to free individuals, children and families from the cycle of poverty, to include recreation and athletic programs, mentoring, motivational, drug prevention education, moral and spiritual programs for females of all ages.
- (d) Generally to have and to exercise all rights and powers conferred on nonprofit corporation under the laws of Florida, or which may hereafter be conferred, including the power to engage in business consulting (i) Human Services or

other mediation services as contractors, consultants or other otherwise, for its own account or for others (ii) acquiring, purchasing, owing, improving, leasing, using and dealing in and with real and personal properties, of all kinds, tangible and intangible (iii) providing services of all kind and interest there in and (iv) engaging in any activities related to or in any way arising from many of the foregoing purposes; provided, however, that this corporation shall not, except to insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of primary purpose of this corporation.

- (e) Non-profit status- notwithstanding any of the above statements of purpose and powers, the corporation is organized to receive and maintain real or personal property, or both and, subject to restrictions and limitations here in after set forth to use and apply the whole or any part of income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contribution to organizations that qualify as exempt organizations under sections 501(c)(3) of Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may here after be amended.
- (f) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any director or officer of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall distribute its income for each taxable years at such time and such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (g) The corporation shall not engage in any act of self dealing as defined in section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (h) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws.

- (i) Notwithstanding any other provision of these ARTICLES OF INCORPORATION, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.
- (j) Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) provisions of any future United States Internal Revenue Law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed by the Superior Court of the county, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

ARTICLE IV

The manner in which the board of directors of corporation are elected other than the initial board of directors, is to be specified in the by-laws of the corporation.

The board of directors shall constitute the governing body of the corporation and shall not consist of any less than four (4) persons.

The board directors shall have general management of the affairs of the corporation, the determination of its policies and conduct of its business in the manner customarily inherent in board of directors of corporations and as provided by the law. It shall have the authority to delegate to any officer special powers and authority to act for corporation, as it sees fit not inconsistent with provision of the ARTICLES OF INCORPORATION.

The directors shall serve on purely voluntary basis and shall not be paid a salary for their services out of the funds of the corporation.

The directors shall ensure that the corporation does not engage in any activity or operate in any matter that will jeopardize the corporation's federal 501(c)(3) or state exemption status, and specifically that no substantial part of the corporation's activity shall attempt to influence legislation, and that the corporation shall not participate or intervene in political campaigns on behalf of any candidate for public office.

ARTICLE V

There shall be (4) four members of the initial board of directors of the corporation. The names and addresses of the persons who are to serve as directors until the first election there of as follows:

President: Lynda Eloise Smith Walls
13018 Viburnum Drive North
Jacksonville, Florida 32246

Vice President: Brenda Girven-Edwards
2962 Fitzgerald Street
Jacksonville, Florida 32254

Secretary: Ji'Lynda Matilda Walls
13018 Viburnum Drive North
Jacksonville, Florida 32246

Treasurer: Naomi Pittman Minley
Post Office Box 717
Tuskegee Institute Alabama 36083

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ARTICLE VI

The initial registered office and mailing address shall be 13018 Viburnum Dr. North, Jacksonville, Florida, 32246 and the registered agent of the corporation at such address shall be Lynda Eloise Smith Walls.

The name and address of the Incorporator is Brenda Girven-Edwards of 2962 Fitzgerald St. Jacksonville, Florida 32254

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Lynda S. Walls, ph.D
Signature/Registered Agent

Brenda Girven-Edwards
Signature/ Incorporator